

ARTICLES OF INCORPORATION

OF

VANCROFT SECTION TWO HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned, who is a resident of Pitt County, North Carolina, and who is of full age, has this day executed these articles for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is VANCROFT SECTION TWO HOMEOWNERS ASSOCIATION, INC. hereinafter called the "Association".

ARTICLE II

LOCATION OF REGISTERED OFFICE

The principal and registered office of the Association is located at 8642 Willow Green Road, Snow Hill, Greene County, North Carolina, 28580.

ARTICLE III

REGISTERED AGENT AND ADDRESS

Charles R. Vandiford, whose address is 8642 Willow Green Road, Snow Hill, Greene County, North Carolina 28580, is hereby appointed the initial registered agent of the Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within the certain tract or property described as:

Lying and being in Winterville Township, Pitt County, North Carolina and being all of that property as described on the attached legal description entitled, "Vancroft, Section 2, Tract1 and Tract 2"

and to promote the health, safety and welfare of the residence within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this

purpose to:

(a) exercise all of the power and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded, or to be recorded in the Office of the Register of Deeds of Pitt County, North Carolina, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The class B membership shall cease, if not sooner terminated as herein provided, on May 15, 2008. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME:	ADDRESS:
Charles R. Vandiford	8642 Willow Green Road Snow Hill, Greene County, N.C. 28580

Mary B. Vandiford	8642 Willow Green Road Snow Hill, Greene County, N.C. 28580
C. Keith Vandiford	8642 Willow Green Road Snow Hill, Greene County, N.C. 28580
Amanda P. Vandiford	8642 Willow Green Road Snow Hill, Greene County, N.C. 28580
Merilu V. Davis	6465 NC HWY 123 North Snow Hill, Greene County, N.C. 28580

At the first annual meeting, the members shall elect five directors for a term of one year, and at such annual meeting thereafter the members shall elect five directors for a term of three years.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX DURATION

The corporation shall exist perpetually.

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75% percent of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation, this the 19th day of October, 2006.

[Handwritten Signature]

(SEAL)

Stephen F. Horne, III, Incorporator
300 Cotanche Street
Pitt County
Greenville, NC 27858
Telephone (252) 758-4333

NORTH CAROLINA

COUNTY OF PITT

I, G. Renee Buck, a Notary Public of the aforesaid County and State do hereby certify that STEPHEN F. HORNE, III, Incorporator, personally appeared before me this day, and, after first being duly sworn, acknowledged the due execution of the foregoing Articles of Incorporation of VANCROFT SECTION TWO HOMEOWNERS ASSOCIATION, INC. and certify that the same is true.

Witness my hand and Notarial Seal, this the 30th day of October, 2006.

[Handwritten Signature]
NOTARY PUBLIC

My Commission Expires: 04-20-2010

G. RENEE BUCK
NOTARY PUBLIC
Pitt County
North Carolina
My Commission Expires April 20, 2010

**LEGAL DESCRIPTION OF PROPERTY
VANCROFT, SECTION 2
TRACT 1**

Beginning at a point at the northwestern terminus of Belfair Drive, said point being the northeastern corner of Lot 10, Vancroft Subdivision as recorded in Map Book 60, Pages 1 and 1A of the Pitt County Register of Deeds Office. From the above described beginning, so located, running thence as follows:

Leaving the northwestern terminus of Belfair Drive and with the northern line of referenced Vancroft Subdivision, N 69°16'05" W 143.00' and N 51°00'18" W 292.91' to an existing iron pipe at the southeastern corner of the First States Investors 3300, LLC Property as described in Deed Book 1833, Page 196 of the Pitt County Register of Deeds Office, thence with the eastern line of said First States Investors 3300, LLC Property, N 42°28'41" E 611.86' to a point in the centerline of Gulley Branch Canal, thence with the centerline of Gulley Branch Canal, S 41°06'48" E 97.21' and S 53°44'44" E 112.88' thence leaving the centerline of Gulley Branch Canal, S 20°43'55" W 351.04' to the point of curvature, thence with a curve to the right having a radius of 25.00' and a chord bearing S 65°43'55" W 35.36' to the point of tangency, thence N 69°16'05" W 110.00' to the point of curvature, thence with a curve to the right having a radius of 80.00' and a chord bearing N 20°40'40" W 120.00' to the point of reverse curvature, thence with a curve to the left having a radius of 50.00' and a chord bearing S 69°26'29" W 66.30' to the point of reverse curvature, thence with a curve to the right having a radius of 20.00' and a chord bearing S 35°26'15" E 22.13' to the point reverse curvature, thence with a curve to the left having a radius of 120.00' and a chord bearing S 35°33'24" E 133.20' to the point of tangency, thence S 69°16'05" E 110.00' to the point of curvature, thence with a curve to the right having a radius of 25.00' and a chord bearing S 24°16'05" E 35.36' to the point of tangency, thence S 20°43'55" W 143.00' to the point of beginning containing 3.976 acres and being a portion of the property described in Deed Book 1744, Page 465 of the Pitt County Register of Deeds Office.

**LEGAL DESCRIPTION OF PROPERTY
VANCROFT, SECTION 2
TRACT 2**

Beginning at a point at the northeastern terminus of Belfair Drive, said point being the northwestern corner of Lot 11, Vancroft Subdivision as recorded in Map Book 60, Pages 1 and 1A of the Pitt County Register of Deeds Office. From the above described beginning, so located, running thence as follows:

Leaving the northeastern terminus of Belfair Drive, N 20°43'55" E 311.93' to the point of curvature, thence with a curve to the right having a radius of 25.00' and a chord bearing N 73°32'55" E 39.84' to the point of tangency, thence S 53°38'04" E 37.76' to the point of curvature, thence with a curve to the right having a radius of 125.00' and a chord bearing S 46°40'16" E 30.31' to the point of tangency, thence S 39°42'28" E 162.46' to the point of curvature, thence with a curve to the right having a radius of 25.00' and a chord bearing S 06°05'19" W 35.84' to the point of reverse curvature, thence with a curve to the left having a radius of 50.00' and a chord bearing S 62°19'08" E 91.21' to the point of compound curvature, thence with a curve to the left having a radius of 150.00' and a chord bearing N 18°06'55" W 110.40' to the point of tangency, thence N 39°42'28" W 169.00' to the point of curvature, thence with a curve to the left having a radius of 175.00' and a chord bearing N 46°27'35" W 41.15' to the point of compound curvature, thence with a curve to the left having a radius of 175.00' and a chord bearing N 53°25'24" W 1.29' to the point of tangency, thence N 53°38'04" W 65.74' to the point of curvature, thence with a curve to the right having a radius of 25.00' and a chord bearing N 16°27'05" W 30.22' to the point of tangency, thence N 20°43'55" E 154.38' to a point in the centerline of Gulley Branch Canal, thence with the centerline of Gulley Branch Canal, S 53°44'44" E 36.07', S 53°38'04" E 21.53', S 51°08'00" E 180.83' and S 39°42'28" E 221.85' to a point at the northwestern corner of Sterling Pointe Townhomes, Division of Section Four, Phase 1 as recorded in Map Book 55, Page 126 of the Pitt County Register of Deeds Office, thence leaving the centerline of Gulley Branch Canal and with the western line of said Sterling Pointe Townhomes, Division of Section Four, Phase 1, S 05°15'14" W 403.60' to an existing iron pipe at the northeastern corner of Lot 15, Vancroft Subdivision as referenced, thence with the northern line of said Vancroft Subdivision, N 69°16'05" W 528.01' to the point of beginning containing 4.665 acres and being a portion of the property described in Deed Book 1744, Page 465 of the Pitt County Register of Deeds Office.